

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

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U.S. DISTRICT COURT
DISTRICT OF MASS.

USGEN NEW ENGLAND, INC., a
Subsidiary of NATIONAL ENERGY &
GAS TRANSMISSION INC., f/k/a PG&E
NATIONAL ENERGY GROUP, INC.

Plaintiff

v.

BENTLY NEVADA, LLC., f/k/a
BENTLY NEVADA CORPORATION,
LLC and BENTLY PRESSURIZED
BEARING COMPANY, f/k/a BENTLY
NEVADA CORPORATION

Defendants

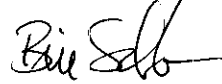
CIVIL ACTION NO. 04-12629-RWZ

PLAINTIFF'S MOTION & NOTICE OF
MOTION FOR LEAVE TO FILE AMENDED PLEADING

1. Plaintiff moves for an order granting leave to file its First Amended Complaint.
2. The grounds for this motion are based on the pleadings and papers on file in this action and the attached memorandum of arguments.
3. Pursuant to Local Rule 7.1, Plaintiff's Motion will be submitted to the judge and decided on the papers submitted after an opposition to the motion has been filed, or, if no opposition is filed, after the time for filing an opposition has elapsed.

Respectfully submitted,

USGEN NEW ENGLAND, INC.



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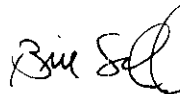
And

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ATTORNEYS FOR PLAINTIFFS

ATTORNEYS FOR PLAINTIFFS

CERTIFICATE OF CONFERENCE

I certify that I spoke with opposing counsel, Craig Ziady, on March 18, 2005, prior to filing this motion and he informed me that his client does not asset to this motion.



WILLIAM T. SEBESTA

CERTIFICATE OF SERVICE

I certify that a true and correct copy of the above and foregoing document has been forwarded to all counsel of record by certified mail, return receipt requested, hand delivery, and/or fax, on this the 18th day of March, 2005.



WILLIAM T. SEBESTA